

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person - * | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |
| <b>Johnson Susan S</b>                      | <b>SUNTRUST BANKS INC [ STI ]</b>                 | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Corporate Executive Vice Pres</b> |
| (Last) (First) (Middle)                     | 3. Date of Earliest Transaction (MM/DD/YYYY)      |   |
| <b>303 PEACHTREE STREET, NE</b>             | <b>2/9/2017</b>                                   |   |
| (Street)                                    | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)   |
| <b>ATLANTA, GA 30308</b>                    |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| (City) (State) (Zip)                        |   |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |   |   |   |
| Common Stock                       | 2/9/2017       |   | M                            |   | 1250.249  | A             | \$57.73 | 3197.727  | D   |   |
| Common Stock                       | 2/9/2017       |   | F                            |   | 484   | D             | \$57.73 | 2713.727  | D   |   |
| Common Stock                       | 2/10/2017      |   | M                            |   | 1148.964  | A             | \$57.76 | 3862.691  | D   |   |
| Common Stock                       | 2/10/2017      |   | F                            |   | 400   | D             | \$57.76 | 3462.691  | D   |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |          | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|----------|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D)      | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Phantom Stock<br>(2)                           | (2)  |                   |   |                                 |   |  |          | 8/12/2017                                  | 8/12/2024          | Common<br>Stock  | 2279                             |   | 2279   | D   |  |
| Phantom Stock                                  | (3)  | 2/10/2017         |   | M                               |   |  | 1148.964 | 2/10/2017                                  | (3)                | Common<br>Stock  | 1148.964                         | \$57.76   | 0  | D   |  |
| Phantom Stock                                  | (3)  |                   |   |                                 |   |  |          | 2/10/2018                                  | (3)                | Common<br>Stock  | 1098                             |   | 1098   | D   |  |
| Phantom Stock<br>(1)                           | (1)  | 2/9/2017          |   | M                               |   |  | 1250.249 | 2/9/2017                                   | 2/9/2017           | Common<br>Stock  | 1250.249                         | \$57.73   | 0  | D   |  |
| Phantom Stock<br>(1)                           | (1)  |                   |   |                                 |   |  |          | 2/9/2018                                   | 2/9/2018           | Common<br>Stock  | 1221                             |   | 1221   | D   |  |
| Phantom Stock<br>(1)                           | (1)  |                   |   |                                 |   |  |          | 2/9/2019                                   | 2/9/2019           | Common<br>Stock  | 1222                             |   | 1222   | D   |  |

#### Explanation of Responses:

- ( Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt under Rule 16b-3. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- ( Represents time-vested phantom stock granted on August 12, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.
- ( Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfy withholding obligations. Units will be settled in shares.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| <b>Johnson Susan S</b><br><b>303 PEACHTREE STREET, NE</b><br><b>ATLANTA, GA 30308</b> |               |           | <b>Corporate Executive Vice Pres</b> |       |

#### Signatures

**David Wisniewski, Attorney-in-Fact for Susan S. Johnson**

**2/13/2017**

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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